

LX104/6542K

CT

APPLICATION FOR AUTHORITY  
OF

192091500041  
CT

SNCB SECURITIES INC.

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

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Pursuant to the provisions of the New York Business Corporation Law, the undersigned corporation hereby applies for authority to transact business in New York, and for that purpose submits the following:

1. (a) The name of the corporation is SNCB Securities Inc.

(b) The name under which it shall conduct business in New York is SNCB Securities Inc.

2. It is incorporated under the laws of Delaware.

3. The date of its incorporation is September 4, 1992.

4. That the business which the corporation proposes to conduct in New York State is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

5. The office of the corporation within the State of New York is to be located in the county of New York.

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6. That said corporation hereby designates the Secretary of State as its agent upon whom all process in any action or proceedings against it may be served within the State of New York.

7. The address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served upon him is: c/o C T Corporation System, 1633 Broadway, New York, New York 10019.

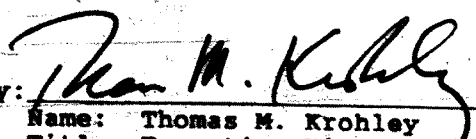
8. Since the date of its incorporation, the corporation has not engaged in any activity in New York.

9. The corporation hereby appoints C T Corporation System, 1633 Broadway, New York, New York 10019, as its registered agent in New York upon whom process against it may be served.

IN WITNESS WHEREOF, SNCB SECURITIES INC., the corporation hereinbefore mentioned and described has caused this certificate to be signed in its name by its Executive Vice President and Secretary this 9th day of September, 1992 and the statements contained therein are affirmed as true under penalties of perjury.

SNCB SECURITIES INC.

By:

  
Name: Thomas M. Krohley  
Title: Executive Vice President  
and Secretary

2

State of Delaware

PAGE 1



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY SNCB SECURITIES INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

\* \* \* \* \*



722248059

*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION:

\*3581112

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DATE:

09/04/1992

920915000/17

CT

APPLICATION FOR AUTHORITY

OF

SNCB SECURITIES INC.

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

<sup>1cc</sup>  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 15 1992

TAX \$ None

BY: mtb  
New York

FILED

SEP 15 10 38 AM '92

RECEIVED

SEP 15 10 05 AM '92

mtb

Shearman & Sterling  
599 Lexington Avenue  
New York, NY 10022

4  
BILLED

920915000/17



NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS  
**Statement of Addresses and Directors, Part A**  
 CORPORATION NAME

1000000	FILED PERIOD 08/1993	FEE \$50.00
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**SNCS SECURITIES INC.**

1. NAME AND ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	<input type="checkbox"/> The corporation is a corporation engaged in the production of crops, livestock, and livestock products on land used in agricultural production (Agriculture and Markets Law Section 301). It is not required to report.
	NAME Frederik O. Crawford - Chairman
	ADDRESS 20 West 55th Street, 3rd Floor, New York
2. NAME AND ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE	NAME John K. Bouckley, President
	ADDRESS 20 West 55th Street, 3rd Floor
	CITY New York
3. SERVICE OF PROCESS ADDRESS	NAME c/o CT Corporation System
	ADDRESS 1633 Broadway
	CITY New York

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS  
**Statement of Addresses and Directors, Part B**  
 CORPORATION NAME

1000000	FILED PERIOD 08/1993	FEE \$50.00
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**SNCS SECURITIES INC.**

(1) NAME AND BUSINESS ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

NO ADDRESS ON FILE

(2) ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE

NO ADDRESS ON FILE

(3) SERVICE OF PROCESS ADDRESS  
 C/O C T CORPORATION SYSTEM  
 1633 BROADWAY  
 NEW YORK NY 10019

MAKE NO MARKS BELOW THIS LINE

93100400

4377307 60366506 200000

**IMPORTANT NOTICE**

N931004002244

A New York Corporation which is no longer conducting business should file a Certificate of Dissolution pursuant to section 1603 of the Business Corporation Law, and a foreign corporation no longer conducting business in New York State should file a Surrender of Authority pursuant to section 1310 or a Termination of Existence pursuant to section 1311 of the Business Corporation Law. An inactive corporation continues to accrue tax liability and possible interest and penalties until formally dissolved, surrendered, or terminated. Questions regarding the filing of these certificates should be directed to the NYS Department of State, Division of Corporations, 162 Washington Avenue, Albany, NY 12231-0001 or by calling 518-473-2492. You are also advised to request Publication 118, "Information and Instructions for Termination of Business Corporations" from the Department of Taxation and Finance. Requests for this publication may be made by phone within New York State by calling 1-800-462-8100 or from outside of New York State by calling (518) 438-1073. Mail requests should be addressed to: NYS Department of Taxation & Finance, Taxpayer Assistance Bureau, W. A. Harriman Campus, Albany NY 12227.

**Filing Period and Penalty** - the filing period is the calendar month during which the original certificate of incorporation or application for authority was filed or the effective date that corporate existence began, if stated in the certificate of incorporation. Failure to timely file this statement will be reflected in the department's records as past due or delinquent and may later subject the corporation to a fine of \$250. See section 408 of the Business Corporation Law.

**Filing Fee:** The statutory filing fee is \$50. Checks and money orders must be made payable to the "Department of State." **DO NOT** mail cash.

Send entire form, completed, and with \$50.00 fee, in the self-mailer envelope, to the Department of State, Division of Corporations, 162 Washington Avenue, Albany, NY 12231-0002.

**Statement of Addresses and Directors, Part C**

IN WITNESS WHEREOF, this certificate has been subscribed this 14<sup>th</sup> day of Sept., 19 93, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

THOMAS M. KROHLEY

PRINT OR TYPE NAME

E.V.P. Y Secretary

PRINT OR TYPE TITLE

SIGNATURE

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 04 1993

BY:

MAKE NO MARKS BELOW THIS LINE

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS

## Biennial Statement, Part A

CORPORATION NAME

SNCB SECURITIES INC.

1665806

FILING PERIOD

09/1998

FEE

\$9.00

## 1 FARM CORPORATION

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The corporation is a corporation engaged in the production of crops, livestock, and livestock products on land used in agricultural production (Agriculture and Markets Law Section 301). It is not required to report.

## 2 NAME AND BUSINESS ADDRESS OF THE CHIEF EXECUTIVE OFFICER

NAME

FREDERIK O. CRAWFORD

ADDRESS

33 E. 67th STREET

CITY

NEW YORK

STATE

ZIP + 4

NY

10021-

## 3 ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE

NAME

Thomas M. Krohley

ADDRESS

33 E. 67th Street

CITY

NEW YORK

STATE

ZIP + 4

NY

10021-

## 4 SERVICE OF PROCESS ADDRESS

NAME

ADDRESS

CITY

STATE

ZIP + 4

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS

## Biennial Statement, Part B

CORPORATION NAME

SNCB SECURITIES INC.

1665806

FILING PERIOD

09/1998

FEE

\$9.00

## (1) NAME AND BUSINESS ADDRESS OF THE CHIEF EXECUTIVE OFFICER

FREDERICK O. CRAWFORD  
20 WEST 55TH STREET  
3RD FLOOR  
NEW YORK, NY 10019-5373

## (2) ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE

JOHN K. BOUCKLEY  
20 WEST 55TH STREET  
3RD FLOOR  
NEW YORK, NY 10019-5373

## (3) SERVICE OF PROCESS ADDRESS

C/O C.T. CORPORATION SYSTEM  
111 EIGHTH AVENUE  
NEW YORK, NY 10011

An

99110900

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MAKE NO MARKS BELOW THIS LINE

YOU MUST SIGN PART C

DOS-1157 (06/98)

**IMPORTANT NOTICE**

Am 99110900 2 C/8

A New York Corporation which is no longer conducting business should file a Certificate of Dissolution pursuant to section 1003 of the Business Corporation Law, and a foreign corporation no longer conducting business in New York State should file a Surrender of Authority pursuant to section 1310 or a Termination of Existence pursuant to section 1311 of the Business Corporation Law. An inactive corporation continues to accrue tax liability and possible interest and penalties until formally dissolved, surrendered, or terminated. Questions regarding the filing of these certificates should be directed to the NYS Department of State, Division of Corporations, Albany, NY 12231-0002 or by calling 518-473-2492. You are also advised to request Publication 110, "Information and Instructions for Termination of Business Corporations" from the Department of Taxation and Finance. Requests for this publication may be made by phone by calling 1-800-462-8100. Mail requests should be addressed to: NYS Department of Taxation & Finance, Taxpayer Assistance Bureau, W. A. Harriman Campus, Albany NY 12227.

Penalty - failure to timely file this statement will be reflected in the department's records as past due or delinquent and may later subject the corporation to a fine of \$250. See section 409 of the Business Corporation Law.

Filing Period - the filing period is the calendar month during which the original certificate of incorporation or application for authority was filed or the effective date that corporate existence began, if stated in the certificate of incorporation.

Filing Fee: The statutory filing fee is \$9.00. Checks and money orders must be made payable to the "Department of State." DO NOT mail cash.

Send entire form, completed, and with \$9.00 fee, in the self-mailer envelope, to the Department of State, Division of Corporations, Albany, NY 12231-0002.

41 State St.

**Biennial Statement, Part C - Signing**

Thomas M. Krohley

PRINT OR TYPE NAME OF SIGNER

President

PRINT OR TYPE THE TITLE OR CAPACITY OF THE SIGNER

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 09 1999

BY:

1294

SIGNATURE

Thomas M. Krohley

99110900 2 C/8

MAKE NO MARKS BELOW THIS LINE



F 990924000023

**CERTIFICATE OF CHANGE  
OF APPLICATION OF AUTHORITY OF**

**SNCB SECURITIES INC.**

**Under Section 1309-A of the Business Corporation Law**

1. The name of the foreign corporation as it appears on the index of names of existing domestic and authorized foreign corporations in the Department of State, Division of Corporations is SNCB SECURITIES INC.  
  
If applicable, its fictitious name is
2. The jurisdiction of incorporation is DELAWARE.
3. The Application for Authority of said corporation was filed by the Department of State on 9/15/92
4. The address of C T Corporation System as the registered agent of said foreign corporation is hereby changed from C T CORPORATION SYSTEM, 1633 BROADWAY, NEW YORK, NY 10019 to 111 Eighth Avenue, New York, New York 10011.
5. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the foreign corporation which may be served on him is hereby changed from C/O C T CORPORATION SYSTEM, 1633 BROADWAY, NEW YORK, NY 10019 to c/o C T Corporation System, 111 Eighth Avenue, New York, New York 10011.
6. Notice of the above changes was mailed to the foreign corporation by C T Corporation System not less than 30 days prior to the date of delivery to the Department of State and such foreign corporation has not objected thereto.
7. C T Corporation System is both the agent of such foreign corporation to whose address the Secretary of State is required to mail copies of process and the registered agent of such foreign corporation.

C T CORPORATION SYSTEM

By: *Kenneth J. Uva*  
Kenneth J. Uva  
Vice President

NY Foreign Corporation - agent process address

E9 - DRAWDOWN

F990924000023

**CERTIFICATE OF CHANGE  
OF**

**SNCB SECURITIES INC.**

**Under Section 1309-A of the Business Corporation Law**

Filed by: C T CORPORATION SYSTEM  
111 Eighth Avenue  
New York, New York 10011

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED SEP 24 1999  
TAXS  
BY: *[Signature]*  
NY

*[Signature]*

NY Foreign Corporation - agent and/or process address

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990924000023

PR-30.31 (7/96)

New York State Department of Taxation and Finance - Corporation Tax  
Albany NY 12227

To Secretary of State

Date: October 17, 2001

Name of Corporation

SNCB SECURITIES INC.

ID# 13-3680087 AA6

Pursuant to provisions of section 1310 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Surrender of Authority of the above named corporation.

Certificate and fee are attached.

Filed by: SNCB SECURITIES INC.  
420 Lexington Avenue  
Ste. 460  
New York, NY 10170

White-Department of State

Yellow-Department of State

Pink-Taxpayer

Director, Processing Division

By *Debbie Stockwell*

*F011024000197*

FO11024000197

Certificate of Surrender of Authority

of

SNCB Securities Inc.

(Under Section 1310 of the Business Corporation Law)

RECEIVED  
DEPARTMENT OF  
TAXATION AND FINANCE  
OCT 12 2001  
CORPORATION TAX  
DISSOLUTION

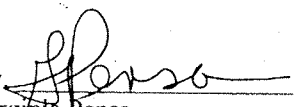
Pursuant to the provision of the Business Corporation Law of the State of New York (the "BCL"), it is hereby certified as follows:

1. The name of the corporation is: SNCB Securities Inc. (the "Corporation").
2. The Corporation was incorporated in Delaware and authorized to do business in New York State on September 15, 1992.
3. The Corporation hereby elects to surrender its authority to do business in New York State.
4. ~~THE CORPORATION REVOKES ITS REGISTERED AGENT.~~
5. The Corporation hereby consents that process against it in any action or special proceeding based upon liability or obligation incurred by it within New York State before the filing of Certificate of Surrender may be served on the Secretary of State after it is filed as stated in paragraph (b) of section 306 (Service of Process).
6. The address to which the Secretary of State can forward mail:

SNCB Securities Inc.  
c/o Ms. Virginia Pensa  
45 Tudor City Place, Apt. #619  
New York, NY 10017

In WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and subscribed in its name by its officer as of July 25, 2001, and the statements herein are affirmed as true under the penalty of perjury.

SNCB Securities, Inc.

By   
Virginia Pensa  
Secretary

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F011024000197

CERTIFICATE OF SURRENDER OF AUTHORITY

OF

SNCB SECURITIES INC.

PURSUANT TO SECTION 1310 OF THE BUSINESS CORPORATION LAW

FILED BY: SNCB SECURITIES INC.  
420 LEXINGTON AVENUE / SUITE 460  
NEW YORK, NY 10170

STATE OF NEW YORK  
DEPARTMENT OF STATE

OCT 24 2001

FILED

TAXS

BY:

PEM

Ny. Co.

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